

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
MILTON C. GRACE*
JAMES C. MARTIN, JR.*

*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO
*ALSO ADMITTED IN MARYLAND

LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

OCT 15 1985 -2 55 PM

INTERSTATE COMMERCE COMMISSION

OF COUNSEL
JESS LARSON
JOHN L. INGOLDSBY
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

TELEX
440367 A AND A

October 15, 1985

BY HAND DELIVERY

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Mr. Bayne:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303 are three (3) fully executed copies of a Bill of Sale dated October 14, 1985, a "primary document" as defined in the Commission's Rules for the Recordation of Documents (49 C.F.R. §1177).

The enclosed document and the Bill of Sale dated July 24, 1985, which was duly filed and recorded on July 26, 1985 as Recordation Number 14741, comprise integral parts of the same transaction; and, thus, it is requested that the enclosed Bill of Sale be filed and recorded as Recordation Number 14741-A.

A description of the railroad equipment covered by the enclosed document is set forth in Exhibit 1 to Bill of Sale attached hereto and made a part hereof.

The names and addresses of the parties to the transaction described in the enclosed document are:

Seller: The Coca-Cola Company, acting
by and through its Coca-Cola
USA Division
P.O. Drawer 1734
Atlanta, Georgia 30301

5-288A081

NO. 14741-A
DATE OCT 15 1985

Fee \$ 10.00

ICC Washington, D.C.

14741-A
8/0

100 OFFICE OF
TOLSON SECRETARY
OCT 15 2 44 PM '85
NOTICE OPERATING UNIT

CT. Kappler
Q. Cassady

Mr. James H. Bayne
Page Two
October 15, 1985

Buyer: United States Rail Services, Inc.,
a subsidiary of United States
Leasing International, Inc.
733 Front Street
San Francisco, California 94111

Kindly return two stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 16th Street, N.W., Washington, D.C. 20006.

Also enclosed is a check in the amount of \$10 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Bill of Sale dated October 14, 1985, executed by The Coca-Cola Company, acting by and through its Coca-Cola USA Division, Seller, in favor of United States Rail Services, Inc., a subsidiary of United States Leasing International, Inc., Buyer, covering thirty-seven (37) 4180 cubic feet Airslide covered hopper rail cars bearing KOAX initials and numbers.

Very truly yours,



Charles T. Kappler
Attorney for the purpose of
this filing for:

United States Rail Services, Inc.

Enclosures

EXHIBIT 1
TO
BILL OF SALE

(37) 100-Ton, 4180 cubic feet airslide covered hopper rail cars bearing initials KOAX and numbered as follows:

<u>CAR NUMBER</u>	<u>DATE TITLE CONVEYED TO UNITED STATES RAIL SERVICES, INC.</u>
71001	8/7/85
71005	8/7/85
71007	8/15/85
71014	6/5/85
71028	8/1/85
73039	8/15/85
73040	5/23/85
73041	8/26/85
73043	5/23/85
73048	9/4/85
73049	8/23/85
73052	6/8/85
73053	8/23/85
73054	8/8/85
73055	8/23/85
73057	8/30/85
73058	8/20/85
73059	8/23/85
75060	8/23/85
75064	6/13/85
75066*	6/13/85
75068	7/1/85
75073	7/28/85
75074	8/4/85
75075	7/25/85
75076	6/19/85
75077	9/25/85
75084	8/23/85
77092	10/8/85
78106	9/16/85
78107	9/3/85
78109	8/30/85
78113	9/27/85
78117	9/7/85
78120	8/30/85
78121	8/8/85
78122	8/12/85

*See Item No. 6 of the Bill of Sale.

OCT 15 1985 -2 44 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

The Coca-Cola Company, acting by and through its Coca-Cola USA Division (the "Seller"), for and in consideration of One Million Four Hundred Twenty Thousand Dollars (\$1,420,000.00), heretofore paid to it* by United States Rail Services, Inc., (the "Buyer"), a subsidiary of United States Leasing International, Inc., the receipt of which is acknowledged, hereby grants, conveys, transfers, assigns and sells to Buyer the rail cars described on Exhibit 1 attached hereto and incorporated herein by reference (collectively the "Rail Cars"):

WRB

1. Seller represents and warrants that:
 - a. Seller has good and marketable title to the Rail Cars and good and lawful right to sell the same. Seller binds itself, its successors and assigns to warrant and forever defend such title to the Rail Cars unto Buyer, its successors and assigns, from and against every person whomsoever claiming any part thereof.
 - b. The Rail Cars are free of all liens and encumbrances; and
 - c. All necessary corporate authority has been obtained for the sale of the Rail Cars to Buyer.
2. All storage charges incurred on the Rail Cars up to June 30, 1985 will be paid by Seller.
3. Buyer shall be responsible for all freight charges and switching costs associated with the relocation of the Rail Cars from the current location of the Rail Cars.
4. Title to the Rail Cars shall pass from Seller to Buyer upon delivery at a point in the State of Texas or other mutually agreed upon points.
5. Buyer shall furnish to Seller consignment instructions for the Rail Cars shipped on a freight collect basis.
6. Seller acknowledges that Buyer has not inspected each of the Rail Cars followed by an asterisk in the foregoing list of Rail Cars. For such Rail Cars, Seller shall reimburse Buyer for all repairs or damages beyond normal wear and tear.
7. Seller shall be responsible for all repair costs incurred in connection with Rail Car, numbered 75075. If Seller repairs such Rail Car, Seller retains the exclusive right of claiming reimbursement from the Baltimore and Ohio Railroad for the repair costs of such Rail Car.

WRB

*also in connection with a Bill of Sale dated July 24, 1985

8. Seller shall do, execute, acknowledge, deliver or will cause to be done and executed, acknowledged and delivered all such further acts, deeds, assignments, transfers, conveyances, powers of attorney and assurances as may be required to place Buyer, its successors and assigns, in possession and control of the Rail Cars hereby conveyed.
9. EXCEPT AS PROVIDED HEREIN, THE RAIL CARS ARE SOLD ON AN "AS IS" BASIS, AND WITHOUT ANY GUARANTEE OR WARRANTY WHATSOEVER, INCLUDING WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE.

Coca-Cola USA, a Division of
The Coca-Cola Company

By: W. R. Saltmer

Title: Vice-President, Manufacturing

Date: October 14, 1985

STATE OF GEORGIA)
) SS
CITY AND COUNTY OF Fulton)

On this 14th day of October, 1985, before me personally appeared W. R. Saltmer (name of signer of foregoing instrument) to me personally known, who being by me duly sworn, says that he is the Vice-President, Manufacturing (title of office) of Coca-Cola USA, a Division of The Coca-Cola Company, a Delaware corporation, that the seal affixed to the foregoing instrument is the seal of said Division, that said instrument was signed and sealed pursuant to the authority of the Board of Directors of The Coca-Cola Company; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Division.

Margaret K. Earnest
Notary Public

(Seal)

My commission expires: Notary Public, Georgia, State at Large
My Commission Expires Sept. 19, 1987

EXHIBIT 1
TO
BILL OF SALE

(37) 100-Ton, 4180 cubic feet airslide covered hopper rail cars bearing initials KOAX and numbered as follows:

<u>CAR NUMBER</u>	<u>DATE TITLE CONVEYED TO UNITED STATES RAIL SERVICES, INC.</u>
71001	8/7/85
71005	8/7/85
71007	8/15/85
71014	6/5/85
71028	8/1/85
73039	8/15/85
73040	5/23/85
73041	8/26/85
73043	5/23/85
73048	9/4/85
73049	8/23/85
73052	6/8/85
73053	8/23/85
73054	8/8/85
73055	8/23/85
73057	8/30/85
73058	8/20/85
73059	8/23/85
75060	8/23/85
75064	6/13/85
75066*	6/13/85
75068	7/1/85
75073	7/28/85
75074	8/4/85
75075	7/25/85
75076	6/19/85
75077	9/25/85
75084	8/23/85
77092	10/8/85
78106	9/16/85
78107	9/3/85
78109	8/30/85
78113	9/27/85
78117	9/7/85
78120	8/30/85
78121	8/8/85
78122	8/12/85

*See Item No. 6 of the Bill of Sale.